FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Prefix

DE

3235-0076

Serial

Expires: April 30, 2008 Estimated average burden hours per response ...

SEC USE ONLY

DATE RECEIVED



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

8047688	UNIFO	RM LIMITEI	OFFERING	EXEM	PTION		
£ 3							SEC Mail
Name of Offering (C o			as changed, and indic Sentinel Capital Par		L.P.		l Processing
Filing Under (Check bo Type of Filing:		Rule 504 Amendment	Rule 505	⊠ Rule :	506 □ Se	ction 4(6)	Section ULDE VIOLE
		A. BAS	SIC IDENTIFICATI	ON DATA			
1. Enter the informatio Name of Issuer (classes capital)		endment and name h	as changed, and indica	ite change.)		₩as	hington, DC 1 0 9
Address of Executive C 330 Madison Av		(Number and Street w York, NY 1001	, City, State, Zip Cod	e)	Telephone Numb (212) 688-3		, Area Code)
Address of Principal Bu (if different from Execu	•	(Number and Street	, City, State, Zip Cod	c)	Telephone Numb	er (Including	Area Code)
Brief Description of Bu Investing primari businesses.		ities issued by com	panies in the media	, communic	ations and inform	nation indu	stries and in related
Type of Business Organ corporation business trust	nization	= .	ship, already formed ship, to be formed		other (please	specify):	PROCESSED
Actual or Estimated Da	te of Incorporation	or Organization:	Month 0 3	Year 0 8		Estimated	JUN 0 5 2008
Jurisdiction of Incorpor	ation or Organization		U.S. Postal Service at		or State:	T	HOMSON RÉÚTER

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada: FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☑ General Partner Full Name (Last name first, if individual) Sentinel Partners IV, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 330 Madison Avenue, 27th Fl., New York, NY 10017 ☑ GP of the General ■ Beneficial Owner ■ Executive Officer Check Box(es) that Apply: □ Promoter □ Director Partner Full Name (Last name first, if individual) Sentinel Managing Company IV, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 330 Madison Avenue, 27th Fl., New York, NY 10017 ☐ Executive Officer □ Director Check Box(es) that Apply: Promoter Beneficial Owner Sole Member of the GP of the GP Full Name (Last name first, if individual) Lobel, David S. Business or Residence Address (Number and Street, City, State, Zip Code) 330 Madison Avenue, 27th Fl., New York, NY 10017 Check Box(es) that Apply: ☐ Promoter ■Beneficial Owner ☐ Executive Officer Director ☐ Managing Member of GP of GP Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ■ Beneficial Owner ■Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

			В.	INFORMA	ATION ABO	OUT OFFE	RING				
1. Has the iss	er sold, or do			·		l investors		=		Yes	No
2. What is the	2. What is the minimum investment that will be accepted from any individual?										00,000*
* The General Partner may accept investments of smaller amounts.									Yes	No	
3. Does the o	fering permit	oint owners	ship of a si	ngle unit?.			************	**************	*************	. 🛛	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Name (La			-	•							
	isse Securitie	<u> </u>									
Business or R				t, City, Sta	te, Zip Coo	le)					
	11 Madison Ave., NY, NY 10010 Name of Associated Broker or Dealer										
States in White (Check "A	h Person Liste l States" or ch									🛛 All	States
[AL] [AI [IL] [IN [MT] [NI [RI] [SC	[IA]] [NV]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [M1] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US		
1.	Enter the aggregate offering price of securities included in this offering and the total amount is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$\) and indicate of the securities offered for exchange and already exchanged		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	. \$-0-	\$-0-
	Equity	. \$-0-	\$-0-
	☐ Common ☐ Preferred		-
	Convertible Securities (including warrants)	. \$-0-	\$-0-
	Partnership Interests	. \$765,000,000 [†] *	\$630,725,000 [†] *
	Other (Specify)	. \$-0-	\$-0-
	Total	. \$765,000,000**	\$630,725,000 [†] *
	Answer also in Appendix, Column 3, if filing under ULOE.		_
	Accredited Investors	Number Investors 19*	Aggregate Dollar Amount of Purchases \$136,671,070*
	Non-accredited Investors.		\$-0-
	Total (for filings under Rule 504 only)	-0-	<u>\$-0-</u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all in offerings of the types indicated in the twelve (12) months prior to the first sale of securiti by type listed in Part C – Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$0
	Regulation A		\$0
	Rule 504		\$0
	Total		\$0
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the amounts relating solely to organization expenses of the issuer. The information may be give If the amount of an expenditure is not known, furnish an estimate and check the box to the	en as subject to future	
	Transfer Agent's Fees		\$-0-
	Printing and Engraving Costs	×	\$150,000 [†]
	Tribuild and Differing Cost		<u> </u>

*Includes Non-U.S. persons.

Total

Legal Fees.....

Accounting Fees

Engineering Fees

Sales Commission (specify finders' fees separately).....

Other Expenses (identify) organizational expenses and blue sky fees.....

\$1,000,000

⊠ \$300,000[†]

☐ \$-0-

□ \$-0-

∑ \$50,000[†]

\$1,500,000[†]

[†]Includes amounts in respect of the issuer's parallel entity, Sentinel Capital Partners IV, L.P., a Delaware limited partnership.

b.	Enter the difference between the aggreg and total expenses furnished in response gross proceeds to the issuer."	d	\$763,500,000**1			
5.	for each of the purposes shown. If the a and check the box to the left of the estir	ed gross proceeds to the issuer used or proposed to be mount for any purpose is not known, furnish an estimate. The total of the payments listed must equal the forth in response to Part $C - Question 4.b$ above.	nate	ed		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		\boxtimes	\$ *1		\$
	Purchase of real estate			\$		<u>s</u>
	Purchase, rental or leasing and insta	allation of machinery and equipment		\$		<u>\$</u>
	Construction or leasing of plant bui	ldings and facilities		<u>s</u>		<u>s</u>
	offering that may be used in exchar	cluding the value of securities involved in this age for the assets or securities of another issuer	П	s	П	\$
	,					\$
	• •			<u>s</u>		<u>\$</u>
						
		to be used for the issuer's investments			⊠ —	\$763,500,000***
						\$
				\$ * [†]	\boxtimes	\$763,500,000** [†]
	Total Payments Listed (column total	ıls added)		⊠ \$763	3,500,0	000**†
		management fee payable semi-annually in faggregate commitments or, upon the occurrence ommitments.			 .	
	**Minus the management fee descr	ibed above.				
		issuer's parallel entities, Sentinel Capital Partners tors IV, L.P., each a Delaware limited partnership. D. FEDERAL SIGNATURE				
foll	wing signature constitutes an undertaki:	signed by the undersigned duly authorized person. In the base of the undersigned duly authorized person. If the undersigned has been decided investor pursual to the undersigned investor pursual duly authorized person.	Excl	nange Commissio	n, upo	on written
Issu	er (Print or Type)	Signature	I	Pate		
Sen	inel Capital Partners IV-A, L.P.	Dun Ziber	N	1ay 3,1 , 2008		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
		By: Sentinel Managing Company IV, LLC general			ral na	rtner:
Dav	id S. Lobel	By: Sentinel Managing Company IV, LLC, gene By: David S. Lobel, Sole Member	rai þ	miner of the gene	iai ha	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

and the day and the process	4
Issuer (Print or Type)	Signature Date
Sentinel Capital Partners IV-A, L.P.	De May 27, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)
	By: Sentinel Partners IV, L.P., general partner of issuer;
	By: Sentinel Managing Company IV, LLC, general partner of the general partner;
David S. Lobel	By: David S. Lobel, Sole Member

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4	•	5		
	Intend to sell and aggregate to non-accredited investors in State Type of security and aggregate offering price offered in state				Disqualification under State ULOE (if yes, attach explanation of waiver granted)					
		-Item 1)	(Part C-Item 1)			chased in State C-Item 2)		(Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		⊠	N/A	-0-	-0-	-0-	-0-		Ø	
AK		⊠	N/A	-0-	-0-	-0-	- 0-		⋈	
AZ		⊠	N/A	-0-	-0-	-0-	-0-		Ø	
AR		Ø	N/A	-0-	-0-	-0-	-0-		☒	
CA		Ø	Limited partnership interests	3	\$4,350,000	-0-	-0-			
СО		×	N/A	-0-	-0-	-0-	-0-		⊠	
СТ		Ø	N/A	- 0-	-0	-0-	-0-		☒	
DE		×	N/A	-0-	-0-	-0-	-0-		⊠	
DC		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
FL		⊠	N/A	-0-	-0-	-0-	-0-		☒	
GA		⊠	N/A	-0-	-0-	-0-	-0-		Ø	
ні			N/A	-0-	-0-	-0-	-0-		⊠	
ID		Ø	N/A	-0-	-0-	-0-	-0-		⊠	
IL		Ø	N/A	-0-	-0-	-0-	-0-		⊠	
IN		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
IA		⊠	Limited partnership interests	1	\$250,000	-0-	-0-		Ø	
KS		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
KY		Ø	N/A	-0-	-0-	-0-	-0-		⊠	
LA		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
МЕ		⊠	N/A	-0-	-0-	-0-	-0-		Ø	
MD		Ø	Limited partnership interests	2	\$15,000,000	-0-	-0-		☒	
MA		⊠	Limited partnership interests	1	\$3,000,000	-0-	-0-		⋈	
MI		⊠	N/A	-0-	-0-	-0-	-0-		Ø	
MN		×	N/A	-0-	-0-	-0-	-0-		⊠	
MS		×	N/A	-0-	-0-	-0-	-0-		Ø	
МО		☒	N/A	-0-	-0-	-0-	-0-		Ø	
МТ		⊠	N/A	-0-	-0-	-0-	-0-		Ø	

APPENDIX

1		2	Type of security			4		Disqual under Sta			
	to non-ac	to sell ccredited s in State	and aggregate offering price offered in state (Part C-Item 1)		(if yes, attach explanation of waiver granted) (Part E-Item 1)						
	(Lat D	-item i j	(Fart C-Item F)	Number of	(1 art	C-Item 2) Number of		(1411)	Tem 17		
				Accredited		Non-Accredited		v.	N1-		
State	Yes	No	X1/4	Investors -0-	Amount -0-	Investors -0-	Amount -0-	Yes	No ⊠		
NE		⊠	N/A								
NV		⊠	N/A	-0-	-0-	-0-	-0-		⊠		
NH		Ø	N/A	-0-	-0-	-0-	-0-		☒		
NJ		☒	N/A	-0-	-0-	-0-	-0-		⊠		
NM		⊠	N/A	-0-	-0-	-0-	-0-		Ø		
NY		⊠	Limited partnership interests	2	\$7,500,000	-0-	-0-		Ø		
NC		Ø	N/A	-0-	-0-	-0-	-0-		Ø		
ND		⊠	N/A	-0-	-0-	-0-	-0-		Ø		
ОН		⋈	N/A	-0-	-0-	-0-	-0-		Ø		
ок		Ø	N/A	-0-	-0-	-0-	-0-		Ø		
OR		⊠	N/A	-0-	-0-	-0-	-0-		Ø		
PA		⊠	Limited partnership interests	1	\$1,000,000	-0-	-0-		Ø		
RI		⊠	N/A	-0-	-0-	-0-	-0-		⊠		
SC		⊠	N/A	-0-	-0-	-0-	-0-		×		
SD		⊠	N/A	-0-	-0-	-0-	- 0-		Ø		
TN		⊠	N/A	-0-	-0-	-0-	-0-		Ø		
TX		⊠	Limited partnership interests	3	\$10,000,000	- 0+	-0-		Ø		
UT		Ø	N/A	-0-	-0-	-0-	-0-		Ø		
VT		⋈	N/A	-0-	-0-	-0-	-0-		×		
VA		⊠	N/A	-0-	-0-	-0-	-0-		⊠		
WA		Ø	N/A	-0-	-0-	-()-	-0-		Ø		
wv		Ø	N/A	-0-	-0-	-0-	-0-		Ø		
WI		×	N/A	0	-0-	-0-	-0-		⋈		
WY		×	N/A	-0-	-0-	-0-	-0-		☒		
PR		X	N/A	-0-	-0-	-0-	-0-		Ø		

